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SEP 1 1993 2 2 PM

INTERSTATE COMMERCE COMMISSION

SEP 1 1993 2 2 PM

August 31, 1993

INTERSTATE COMMERCE COMMISSION

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Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2303

INTERSTATE COMMERCE COMMISSION

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 3)

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INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Second Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated August 30, 1993, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Second Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 15, 1984 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515 on December 27, 1984, along with an Assignment and Bill of Sale under Recordation Nos. 14515-A and 14515-B, respectively; and the First Supplement to Equipment Trust

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Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515-F on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 14515-E and 14515-G, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 88 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of the Bank, the Trustee, is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Second Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Second Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Second Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Second Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering 38 railroad cars, and (ii) Assignment, a primary document, dated August 30, 1993, between the Company (as Assignor), and the Bank, as Trustee, and covering 38 railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 30, 1993, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various

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railroad cars, and connected to the Second Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated August 30, 1993, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of December 15, 1984 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps
Enclosures

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EXHIBIT A

1. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company, Division of Eastman Kodak Company covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
38	5,851 cu.ft. Lo Covered Hopper Cars	TILX 59137-59174

BILL OF SALE

NATIONSBANK OF TEXAS, N.A.,
AS SUCCESSOR TRUSTEE
TO

TRINITY INDUSTRIES LEASING COMPANY

NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 4.05(a) of that certain Equipment Trust Agreement dated as of December 15, 1984 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated August 30, 1993, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 88 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreement between the Company and The Pillsbury Co., dated August 19, 1980 (said Lease having been assumed by ConAgra effective February 1, 1989), together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such successor trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 30th day of August, 1993.

NATIONSBANK OF TEXAS, N.A.

By:


Vice President

Attest:


Assistant Vice President

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INTERSTATE COMMERCE COMMISSION

STATE OF TEXAS

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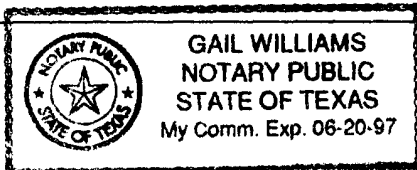
COUNTY OF DALLAS

§

On this 30th day of August, 1993, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she is the Vice President of NationsBank of Texas, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gail Williams
Signature of Notary Public

My Commission Expires:



Series 3

EXHIBIT A

<u>QUANTITY</u> <u>TYPE</u>	<u>CLASS</u>	<u>CAPACITY</u>	<u>INITIALED CAR NUMBERS</u>
88 HOPPER	LO	4,750 CU FT.	TILX 511829-511831 511833-511856 511858-511897 511899-511919

EXHIBIT B

Railroad Car Net Lease Agreement, dated August 19, 1980, between Trinity Industries Leasing Company and The Pillsbury Co., assumed by ConAgra of Omaha, Nebraska effective February 1, 1989 covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
88	4,750 Cu. Ft.	511829-511831 511833-511856 511858-511897 511899-511919